



Vision, Value, Trust

Employee Handbook

GPB Capital Holdings , LLC

November 1, 2014

Welcome

Welcome to GPB Capital Holdings LLC

You are here because we believe you will contribute directly to our growth and success, and we hope you will take pride in being a member of our team. We place the interest of our clients first with a core belief that alternative investments should be a basic fundamental building block of every investor's portfolio.

GPB Capital is committed to providing a respectful, safe and productive workplace for our employees because we believe happy employees are critical to our continued success and reputation in the marketplace.

The goal of this Handbook is to provide you information about how GPB Capital operates and what is expected of you as an employee. It is your responsibility to read and understand the Company policies. Please know that if you have questions about a policy, it is your responsibility to ask your supervisor or manager for clarification. Unless you tell us otherwise, we will assume you understand each of the policies in this Handbook.

While we hope this Handbook will give you guidance on the basic terms of your employment, these policies are not intended to create a contract. In addition, understand that your employment relationship with GPB Capital is "at-will," meaning that either you or GPB Capital may terminate the employment relationship at any time, with or without advance notice, for any or no reason. Nothing in this Handbook is intended to create an express or implied contract of employment for any particular length of time, and it should not be construed or interpreted to do so by anyone.

Moreover, business needs are constantly changing, and we regularly review and revise our Handbook to ensure it best serves the interests of the Company and our employees and complies with current law. To that end, the Company reserves the right to amend, eliminate, or supplement any of the policies and procedures set forth herein at any time. We will make every effort to notify you of any changes to the Employee Handbook as soon as possible.

We hope that your experience at GPB Capital will be challenging, enjoyable, and rewarding.



GENERAL WORKPLACE POLICIES

AT-WILL EMPLOYMENT

All employees at GPB Capital ("Company") are at-will employees unless Senior Management of the Company has signed a written agreement stating otherwise.

It is important that you understand what it means to be an at-will employee of GPB Capital. It means that either you or the Company is free to terminate the employment relationship at any time, with or without notice, and with or without any reason.

EQUAL EMPLOYMENT OPPORTUNITY

GPB Capital does not make employment decisions based on race, color, religion, sex, pregnancy, national origin, age, disability, sexual orientation, citizenship status, veteran status, genetic information, or any other characteristic protected by applicable federal, state or local law.

GPB Capital's equal opportunity policy extends to all terms, conditions, and privileges of employment and includes all employment actions such as hiring, promotions, compensation, benefits, discipline, and termination of employment.

Any employee who believes he or she has been the victim of discrimination of

any sort should promptly report this behavior to his or her supervisor or Human Resources, who will take appropriate action. Anyone found to be engaging in any type of unlawful discrimination will be subject to disciplinary action, up to and including termination of employment.

GPB Capital will not tolerate retaliation against any employee for making a complaint of unlawful discrimination.

REASONABLE ACCOMMODATIONS

GPB Capital will make reasonable accommodations for qualified individuals with disabilities unless doing so would result in an undue hardship. Employees who believe they might need an accommodation for a disability should notify the Company so that the request for accommodation can be evaluated and an accommodation provided where appropriate. Human Resources may ask the employee to provide medical documentation about his/her disability and limitations in order to help identify an appropriate accommodation. It is the responsibility of the employee to ensure that all such documentation is provided to a member of Human Resources in a timely manner.

NO HARASSMENT

GPB Capital is committed to providing a work environment that is free from harassment based on an individual's sex, race, color, national origin, age, religion, disability, or any other legally protected characteristic. GPB Capital does not tolerate any form of harassment, whether it be visual, verbal, physical, or any other conduct that ridicules, derides or otherwise negatively references an individual's sex, race, color, national origin, age, religion, disability or other any legally protected characteristic.

Sexual harassment is a form of harassment that includes unwanted sexual advances, or visual, verbal, or physical conduct of a sexual nature. GPB Capital prohibits sexual harassment against an employee by supervisors, employees, and non-employees that an employee comes into contact with by virtue of his or her employment. The following is a non-exclusive list of sexual harassment examples:

- Unwanted sexual advances or propositions
- Offering employment benefits in exchange for sexual favors
- Making or threatening reprisals after a negative response to sexual advances



- Visual conduct that includes leering, making sexual gestures, or displaying of sexually suggestive objects or pictures, cartoons or posters
- Verbal conduct that includes making or using derogatory comments, epithets, slurs, or jokes
- Verbal abuse of a sexual nature, graphic verbal commentaries about an individual's body, sexually degrading words used to describe an individual, or suggestive or obscene letters, notes, or invitations
- Physical conduct that includes touching, assaulting, or impeding or blocking movements

If you experience or witness sexual or other unlawful harassment in the workplace, report it immediately to your supervisor. If the supervisor is unavailable or you believe it would be inappropriate to contact that person, you should immediately contact any other member of management or Human Resources. You can raise concerns and make reports without fear of reprisal or retaliation.

All allegations of sexual or other types of harassment will be quickly and discreetly investigated. To the extent possible, your confidentiality and that of any witnesses and the alleged harasser will be protected against unnecessary disclosure. If the Company determines that an employee has violated this policy, prompt and appropriate remedial action will be

taken in accordance with the circumstances, up to and including immediate termination of the individual found to have violated the policy.

GPB Capital prohibits any form of discipline or retaliation for reporting in good faith the incidents of harassment in violation of this policy, pursuing any such claim, or cooperating in the investigation of such reports.

EMPLOYMENT CATEGORIES

GPB Capital employees fall into one of the following employment classifications. None of these classifications guarantees employment for any specified period of time or otherwise alters the at-will nature of your employment.

Exempt/Non-exempt: All employees are classified as either exempt or non-exempt under the Fair Labor Standards Act (FLSA) and applicable state law. Employees who are classified as exempt do not receive compensation for overtime hours. Employees who are classified as non-exempt do receive compensation for overtime hours. Employees who have any questions regarding their classification should contact Human Resources.

Regular, Full-Time

Employees: Regular, full-time employees are those who are not working on a temporary status and who are regularly scheduled to work 40 or more hours per week. Generally, they are eligible for employee benefit programs, subject to

the terms, conditions, and limitations of each benefit program.

Regular, Part-Time

Employees: Regular, part-time employees are those who are regularly scheduled to work less than 40 hours per week. Part-time employees receive all legally mandated benefits (such as Social Security and workers' compensation insurance). Part-time employees who are regularly scheduled to work 30 or more hours per week may be eligible for employee benefit programs, subject to the terms, conditions, and limitations of each benefit program. Employees who are regularly scheduled to work fewer than 30 hours per week generally are not eligible for employee benefit programs.

Probationary Employees:

Probationary employees are those who have been employed with GPB Capital for less than 90 days. Generally, they are eligible for employee benefit programs, subject to the terms, conditions, and limitations of each benefit program.

CHANGES IN PERSONAL INFORMATION

It is your responsibility to notify GPB Capital of any changes in your name, address, telephone numbers, number of dependents, emergency contacts, and educational accomplishments. It is important that this information be accurate at all times. If GPB Capital does not have accurate information, you



may experience a delay in receiving important materials such as documents you need to file a tax return and information relating to health insurance benefits.

PROBATIONARY PERIOD

New and re-hired employees go through a probationary period for the first 90 days of employment. This time period gives you the opportunity to demonstrate your ability to meet GPB Capital's performance standards and decide whether the position meets your expectations. During the first 90 days, your supervisor will evaluate your capabilities, work habits and overall performance. You may be eligible for GPB Capital's employee benefits programs during this period, depending on the terms of the policy and program as changed from time to time.

Remember, though, that employment by GPB Capital is "at-will" even during the probationary period. This means that either you or the Company may end the employment relationship at any time for any reason or for no reason, including any time during or after the probationary period. Your successful completion of the 90-day probation period is not a guarantee of future employment.

BACKGROUND CHECK

In order to comply with federal regulations for security in our industry and as a condition of employment, GPB requires that all applicants and

employees submit to a background check both prior to employment and as necessary during your employment. This will require you to consent to a background check of your criminal and/or credit history, to submit to a fingerprint search, and to provide a detailed list of banking and brokerage accounts. Failure to consent to a background check or to meet the federal regulations' security requirements will result in discipline up to and including termination of employment. GPB Capital will perform the background checks in compliance with applicable federal and state law.

IMMIGRATION LAW COMPLIANCE

GPB Capital will only employ those individuals who are legally authorized to work in the United States in compliance with applicable immigration and employment law. As a condition of employment, every individual must provide satisfactory evidence of his or her identity and legal authority to work in the United States. The most common forms of identification are a driver's license and social security card; however, other approved official forms of identification may be used.

OUTSIDE EMPLOYMENT

GPB Capital asks its employees to dedicate the time, talent, and energy necessary to do their jobs well and meet the needs of our clients. Employees may engage in

outside employment only if the outside employment does not create actual or potential conflicts of interest, is compliant with all applicable laws, regulations and rules, and only to the extent that doing so does not interfere with the employee's productivity and effectiveness in their position at GPB Capital. GPB Capital and its associated Broker-Dealer are required to disclose all outside business activities as a condition of employment.

Employees may never accept outside employment with any company or organization that does business with or is a competitor with GPB Capital.

Employees who wish to obtain outside employment must inform their supervisor of the nature of the outside employment and obtain written authorization from the Company to do so. This is so the Company may ensure it is doing what it should to avoid actual or potential conflicts of interest and all outside business activities must be reported and approved by the Broker-Dealer. Violating this policy may result in discharge.

PARKING

Employees must park in areas designated for employees. Employees may not park in any spots designated for visitors to the building.

If you need to park in a specific area due to health or medical reasons, please communicate this need to Human Resources.

SOLICITATION AND DISTRIBUTION POLICY

Employees may not solicit other employees' support for causes during working time for any purpose. "Working time" includes the working time of both the employee doing the soliciting and the employee to whom the soliciting is being directed. Working time does not

include break periods, meal periods, or any other specified periods during the workday when employees are properly not engaged in performing their work tasks.

Employees may not distribute advertising material, handbills, or printed or written literature of any kind related to causes during working time. Employees may not

distribute such materials at any time in working areas or through Company e-mail.

Persons who are not employed by the Company may not solicit or distribute advertising material, handbills, or printed or written literature of any kind on GPB Capital's premises at any time for any purpose.

EMPLOYEE BENEFITS AND LEAVE

BENEFITS OFFERED

GPB Capital offers a variety of benefits, some of which are discussed below. Employees are entitled to participate in benefit plans for which they qualify. To determine which plans you are eligible for, you should ask your supervisor for a copy of paperwork that explains the employee benefit plans and the eligibility rules.

PAID TIME OFF BENEFITS

GPB Capital offers regular, full-time "Exempt" employees the benefit of 120 hours of paid time off ("PTO") annually. The PTO program combines time-off for vacation or personal time (80 hours) and sick time (40 hours) into one overall PTO account. Therefore, you must use your accrued PTO for any absence including vacation, your illness or that of a family member, personal matters or religious observances.

PTO starts each year at 120 hours for eligible employees and is available on the first payday of each month. To be eligible for PTO, employees must be classified as "Exempt", full-time employees. In addition, employees who are absent for more than 2 weeks during any given month will not be eligible to receive PTO hours for that month. Employees who have been employed on record with GPB Capital for more than 5 years are eligible to receive up to 160 hours of PTO per year, but no more than 2 weeks in a given month. *GPB Capital does not compensate employees for any accrued, but unused PTO at the time of separation of employment.*

NEW YORK CITY EARNED SICK TIME POLICY

Full time, part-time, and temporary employees who are employed for more than 80 hours in a calendar year

in New York City will be eligible to accrue paid sick time under the New York City Earned Sick Time Act on the following basis.

Accrual of Paid Sick Time

- i. Employees will accrue one hour of paid sick time for each 30 hours worked, to a maximum of 40 hours of sick time per calendar year. For purposes of this Policy, a calendar year is defined as January 1 to December 31.
- ii. Employees who are employed as of April 1, 2014 will begin to accrue sick time under this Policy as of that date. Employees who are hired after April 1, 2014 will begin to accrue sick time under this Policy at the commencement of their employment with the Company.
- iii. For purposes of this accrual, exempt employees are presumed to work forty (40) hours per week, unless their

regular work week is less than forty (40) hours, in which case sick time accrues based upon their actual work week.

Use of Paid Sick Leave

- i. Employees employed as of April 1, 2014 may utilize accrued sick time on or after July 30, 2014. Employees hired after April 1, 2014 may utilize accrued sick time on or after the 120th day after the commencement of their employment with the Company.
- ii. Employees may use up to a maximum of 40 hours of sick time under this Policy per calendar year. Any additional absences will be governed by other leave policies (e.g., the Federal Family and Medical Leave Act).
- iii. Sick time may be used in increments of a minimum of four (4) hours to cover all or part of a shift.
- iv. Sick time under this Policy may be used for the following qualifying situations:
 - a) An employee's mental or physical illness, injury or health condition (including medical diagnosis, medical treatment, and/or preventive medical care);
 - b) An employee's family member (as defined below) requires care associated with a mental or physical illness, injury or health condition (including medical diagnosis, medical treatment, and/or preventive medical care); or

c) An absence from work due to:

- i. Closure of the employee's place of business by order of a public official due to a public health emergency; or
 - ii. An employee's need to care for a child whose school or childcare provider has been closed by order of a public health official due to a public health emergency.
- d) If an employee is absent due to a reason not covered by this Policy, the employee must follow the Company's standard attendance procedures pursuant to the Absence and Lateness Policy.

- i. Sick time will be paid at the eligible employee's regular rate.
- ii. Sick time taken under this policy will run concurrently with all other leave under local, state and federal law, except where otherwise prohibited by law.

Definitions

- i. Family member: Means (a) spouse; (b) domestic partner; (c) child of the employee or of the employee's spouse or domestic partner; (d) parent of the employee or of the employee's spouse or domestic partner; (e) grandchild; (f) grandparent; or (g) sibling.

- ii. Child: Means (a) biological, adopted or foster child; (b) a legal ward; or (c) a child of an employee standing in the place of a parent.
- iii. Parent: Means (a) biological, foster, step- or adoptive parent; (b) a legal guardian of an employee; or (c) a person who stood in the place of a parent when the employee was a minor child.
- iv. Grandchild: Means a child of an employee's child.
- v. Grandparent: Means a parent of an employee's parent.
- vi. Sibling: Means an employee's brother or sister, including half-siblings, step-siblings, and siblings related through adoption.

Scheduling Paid Sick Time

- i. An employee should provide seven (7) days advance notice of the employee's need to use sick time under this Policy. If the need to use sick time is not foreseeable, the employee should provide notice as soon as practicable to the employee's supervisor, consistent with the Company's Absence and Lateness Policy.
- ii. If an employee uses paid sick time for more than three (3) consecutive work day absences, the Company may request reasonable documentation. Reasonable documentation for sick time used because of an employee's own illness



or to care for a family member shall consist of a signed statement by a licensed health care provider indicating that the amount of sick time taken was necessary.

- iii. The Company may deny a request for sick time if an employee fails to provide documentation or notice in accordance with this Policy. Furthermore, any employee found to be using sick time for purposes other than those described in this policy or as permitted by New York City law, will be subject to disciplinary action up to and including termination of employment



Carryover of Sick Time

- i. Up to forty (40) hours of accrued, unused sick time may be carried over to the following year. However, employees will be allowed to use only forty (40) hours of sick time in a calendar year.

Separation from the Company and Unused Sick Time

Employees will not be compensated for any accrued but unused sick time upon termination, resignation, retirement, or other separation from the Company. However, if an employee is reinstated within six (6) months of separation from the Company, the employee shall be entitled to use previously accrued sick time immediately upon reinstatement.

USING PTO BENEFITS

Non-exempt employees may use PTO in increments of one hour. Exempt employees must use PTO in increments of four hours or eight hours.

To use PTO, you should submit a written request to your supervisor so that you can receive approval for the absence. For planned absences such as vacations or appointments, you must make a request to use PTO at least two weeks' in advance. GPB Capital will attempt to grant the absence that you requested, but that will depend on business needs. For unplanned absences such as illness, you must make the request with as much advance notice as possible.

Once you have received approval to use PTO from your supervisor, you must submit your approved PTO request to Human Resources so that GPB Capital can track and maintain your PTO bank. Failure to submit your PTO approval to Human Resources may result in discipline up to and including termination of employment.

If you do not have sufficient PTO but believe you need to be absent for a health-related reason, you should contact Human Resources immediately.

HOLIDAYS AND HOLIDAY PAY

Eligible employees, as described below, will be paid for a full work day on each of the following holidays even if they do not work. This means that hourly employees receive 8 hours' pay. Salaried exempt

employees are paid at their normal rate for all holidays.

- New Year's Day (January 1)
- Memorial Day (Last Monday in May)
- Independence Day (July 4)
- Labor Day (First Monday in September)
- Thanksgiving and the Friday after Thanksgiving (Fourth Thursday and Friday in November)
- Christmas Eve 1/2 Day until Noon EDT (December 24)
- Christmas (December 25)

A holiday that falls on a Saturday will be observed the Friday immediately preceding. A holiday that falls on a Sunday will be observed the following Monday.

In order to be eligible for holiday pay, you must meet the following requirements:

- Must have worked at least sixty (60) days as a regular, full-time employee
- Must work the last working day before the holiday and the first working day following the holiday, unless time off on these days is pre-approved by your manager.

If you are on hourly employee and are required to work on a designated holiday, you will be paid your regular rate of pay for the time you work that day and you will receive the holiday pay.

If a holiday falls during your pre-approved vacation time, you will receive holiday pay

on the designated holiday instead of vacation pay.

LACTATION ACCOMMODATION

GPB Capital will provide a reasonable amount of unpaid break time, or permit an employee to use paid break or meal time, each day to accommodate an employee desiring to express breast milk for the employee's nursing child up to 3 years following the child's birth. The Company will make reasonable efforts to provide a room or other location in close proximity to the employee's work area for the employee to express milk in private. If you are in need of such an accommodation, please contact management as soon as possible, preferably prior to your return to work following the child's birth, so that any necessary arrangements can be made. Discrimination of any kind against an employee who chooses to express breast milk in the workplace is prohibited.

AT-WORK INJURIES AND WORKERS COMPENSATION INSURANCE

GPB Capital subscribes to workers' compensation insurance to employees.

Employees who sustain work-related injuries or illnesses should inform their supervisor immediately. No matter how minor an on-the-job injury may appear, it is important that it be reported immediately so that necessary treatment, if any, can be obtained. Failure to immediately notify the Company of a work-

related injury may result in disciplinary action, up to and including termination of employment.

BEREAVEMENT LEAVE

Regular full-time and regular part-time employees will be granted up to three (3) days of paid leave in the event of a death in the employee's immediate family. Should such a circumstance arise the employee is encouraged to immediately inform their manager before such a leave is taken. For this purpose, in New York, an immediate family member is the employee's spouse, domestic partner (includes same-sex committed partner), parent, parent-in-law, sons and daughters-in-law, child, sister or brother, step-parents, step-children, step-siblings, grandparents, grandchildren or a relative or companion who is a member of the employee's household. This also includes the domestic partner's child, parent, siblings, grandparents, grandchildren. A request for bereavement leave due to the death of any other individual should be submitted to Human Resources and will require the approval of your manager.

VOTING

The Company encourages all eligible employees to participate in the public election process by voting. Employees will be allowed "sufficient" time off from work to vote, unless such time exists during non-working hours. Four consecutive non-working

hours while polls are open is generally deemed "sufficient." Your time off from work to vote will be paid for up to 2 hours. The remainder will be unpaid. The time off to vote must be taken at the beginning or end of the workday, unless mutually agreed upon otherwise. If you would like to take time off from work to vote, you must request such time off at least 2 work days prior to Election Day.

COURT ATTENDANCE

If you are subpoenaed to appear in court to testify as a witness in a case, you will be granted time off without pay for the time you are required to be away from work. If you receive a subpoena, please show it to your supervisor immediately so that operating requirements can be addressed.

JURY SERVICE

The Company has a strong belief that all employees should fulfill their civic responsibility. Any employee called to serve on a jury will be granted time off. Employees are required to provide proof of jury duty and time served. Salaried, exempt employees are paid on the basis of whichever is greater: (1) for any time missed for jury service for a maximum of four (4) days of jury service or (2) the first forty dollars (\$40) of such employee's daily wages during the first three days of jury service. Hourly, non-exempt employees and part-time employees will be paid the first forty dollars (\$40) of such employee's daily wages during the first three

(3) days of jury service. If you are called for jury duty, you must present the jury summons to your supervisor within forty-eight (48) hours of receipt. You must make every effort to report for work if you are released from jury duty before the end of our workday, unless otherwise required by law. Upon completion of jury service, you are generally expected to return to work the next business day.

EDUCATIONAL ASSISTANT

The Company may offer tuition reimbursement for certain pre-approved certification programs or other educational opportunities. These are solely at the discretion of management and the treatment may change from time to time.

CRIME VICTIM/ WITNESS LEAVE

Employees are permitted unpaid leave to attend court proceedings, consult with the district attorney, or exercise rights provided by law in the following circumstances:

- the employee is a victim of an offense, or the victim is the employee or the employee's next of kin, or the employee is a deceased victim's representative, a good Samaritan, or pursuing an application or enforcement of an order of protection under the criminal procedure law or family court act; or
- the employee is subpoenaed to attend a criminal proceeding as a witness.

You must notify the Company of your intent to appear as a witness prior to the day of attendance. You must provide written certification of your service by the party who sought your attendance. You may elect to use your accrued PTO for this absence.

LEAVE FOR BLOOD DONATION

An employee who works at least 20 hours per week is permitted up to three hours of unpaid leave during the employee's regularly scheduled work hours per 12 month period to donate blood. Retaliatory employment actions directed against an employee for requesting or obtaining leave pursuant to this policy are prohibited.

BONE MARROW LEAVE

Employees who work an average of at least 20 hours per week are eligible for an unpaid leave of absence to undergo a medical procedure to donate bone marrow or to determine if the employee is a proper donor. The combined length of leave is to be determined by the employee's physician but cannot exceed 24 work hours unless otherwise agreed to by the Company. Employee must submit verification by a physician for the purpose and length of each leave requested to donate bone marrow. Employees may use accrued PTO for this purpose. Retaliatory employment actions directed against an employee for requesting or obtaining leave pursuant to this policy are prohibited.

UNPAID PERSONAL LEAVE

GPB Capital recognizes that there may be occasions when an employee's need to address family or health issues or otherwise attend to compelling personal issues outside of the workplace may call for an extended leave of absence. Under these circumstances, employees may request an unpaid personal leave of absence.

Employees must request a personal leave of absence with as much advance notice as possible and must provide specific information about the planned duration, date of return, benefits payment arrangements and any other specific information to enable the administration of personal leave.

GPB Capital will consider an employee's request for leave on a case-by-case basis and will weigh the employee's need for leave against the potential impact to the business considering the circumstances at the time of the request. GPB Capital retains complete discretion to approve or deny employee requests for personal leave.

If a request for leave is granted, upon return, GPB Capital will make reasonable efforts, subject to staffing and business requirements, to restore the employee to his or her original job or an equivalent job with equivalent pay, benefits, and other terms and conditions of employment.

Failure to return from an approved personal leave of absence as scheduled may result in discipline up to and including termination of employment.

MILITARY LEAVE

GPB Capital is proud of those who commit to service of our country in the military or other uniformed services. Our first obligation as an employer is to make sure that those friends and colleagues who are engaged in qualifying activities are able to leave their employment with the knowledge that their affairs are in order and their rights protected. The Uniformed Services Employment and Reemployment Rights Act ("USERRA") provides many important rights and benefits for employees who perform military duty. It is GPB Capital's policy to comply with all requirements of USERRA and other state and federal laws related to military service. If you should require leave for uniformed service, please contact your supervisor as early as possible to learn more about your rights and make any necessary arrangements for your leave.

LEAVE FOR MILITARY SPOUSES

An employee who works at least 20 hours per week and is the spouse of a member of the armed forces of the United States, national guard, or reserves who has been deployed during a period of military conflict (as that term is defined by applicable law) to a combat theater or combat zone of operations, is permitted up to ten days of unpaid leave by the Company. Such leave shall only be used when the employee's spouse is on leave from the armed forces of the United States, National Guard, or reserves while deployed during a period of military conflict to a combat theater or combat zone of operations. Retaliatory employment actions directed against an employee for requesting or obtaining leave pursuant to this policy are prohibited.



PAY AND PAYROLL

RECORDING TIME WORKED

It is GPB Capital's policy and practice to accurately compensate employees and to comply with all applicable federal and state laws regarding how employees are paid. Consistent with this policy, non-exempt

employees must accurately record all hours worked. Hours worked means all the time spent by employees actually performing job duties. If an employee makes an error in recording his or her hours worked, the error should be promptly reported so that it can be corrected.

Employees are strictly prohibited from falsely recording their time, either by under or over reporting their hours worked. Each employee must complete his or her own time record daily. Employees are also prohibited from altering the time records of other employees.



Employees are also prohibited from working "off-the-clock," i.e., performing job duties without recording the time. No employee may perform work if they are not clocked in. That includes time that an employee is clocked out for lunch break. No supervisor or any other GPB Capital employee may instruct an employee to work "off-the-clock." If you believe this has occurred, you should immediately report the incident to Human Resources.

OVERTIME

All employees considered non-exempt under federal and state law who are required to work more than 40 hours during a work-week receive overtime pay at one and one-half times their regular rate of pay for hours worked in excess of 40 in a work-week.

Hours worked for purposes of determining whether an employee works overtime means time actually spent on the job. It does not include hours away from work due to vacation, sickness, or holiday even where those days are compensated. So, for example, if you actually work 40 hours during a week in which you also receive eight (8) hours of holiday or vacation pay, you are not entitled to overtime pay, even though you will be paid for 48 hours during that particular week.

When required by business demands, the Company can require any employee to work overtime. The Company attempts to give as much notice as possible

when overtime must be worked, but reserves the right to require any employee to work overtime when the need arises.

All non-exempt employees must receive authorization in advance from your supervisor prior to working overtime. If an employee works overtime without obtaining authorization in advance from one of these individuals, the employee will be paid at the proper overtime rate for the unauthorized overtime. However, the employee may be subject to disciplinary action, up to and including termination of employment, for working unauthorized overtime.

TRAVEL AND REIMBURSEMENTS

Air Travel

RESERVATION PROCEDURES: It is required that reservations for trips requiring air travel be made by the Office Manager (or traveler) online at least two weeks prior to travel. Travelers will use best efforts to research all travel options and purchase the lowest appropriate airfare available.

LAST MINUTE TRAVEL: Travel arrangements that are made less than two weeks prior to the required travel are considered "last minute travel" and require approval of the Managing Director of Operations via urgent email. If approval isn't received within 30 minutes, traveler should text and call immediately.

CLASS OF SERVICE: All individuals traveling on GPB business must travel in

coach class unless using a free upgrade or have prior approval from the Managing Director of Operations.

The following criteria will be utilized to determine lowest available airfare:

- The flight's departure or arrival time is within two hours before the requested departure or arrival time;
- Travelers may not specify a preferred carrier if a significantly lower cost fare is available.

BAGGAGE FEES: Baggage fees will be reimbursed.

CHANGE FEES: Rebooking or change fees will be reimbursed for emergency situations only with prior approval of the Managing Director of Operations.

Lodging

Accommodation Selection

FOR EVENTS (QUARTERLY MEETINGS, ADVISOR CONFERENCES, and DUE DILIGENCE): The Marketing Specialist is responsible for making the hotel arrangements for the sales personnel during a particular meeting or event.

ROOM TYPE: Employees and external wholesalers will compare rates and/or book rooms on Hotwire, Hotels.com, or Expedia. The field team is encouraged to share rooms when appropriate and treat Company expenses as if they are your own. Unless otherwise specified, a standard non-smoking room is automatically reserved.

ADVISOR MEETINGS: The Capital Markets team managing the meeting should book hotel rooms at the best rate available for a standard room. Rooms in

excess of \$250 per night must have prior approval by the Managing Director of Operations.

OTHER TRAVEL: For all other business travel, e.g., client meetings, branch office visits, etc., employees are expected to adhere to all the aforementioned lodging policies.

Wholesalers and employees will be reimbursed for accommodations upon submission of their expense report.

Transportation

CAR RENTALS: Cars should be rented by individuals on Company business only when other forms of transportation are unavailable, more costly, or impractical. Travelers must obtain the most competitive rate available.

SIZE LIMIT: All rentals should be for intermediate size cars or smaller, unless 3 or more people are traveling together or if an upgrade is provided by the rental company at no cost.

CAR RENTAL INSURANCE: Travelers paying for a rental car using a credit card may receive limited loss and damage coverage through the credit card company or through their personal insurance and should review the terms of such coverage. Options for insurance should be researched prior to renting a car and unnecessary optional coverage avoided. If renting a vehicle outside of North America, purchasing optional insurance may be mandatory.

REFUELING: When renting cars, individuals are required to refuel cars prior to returning them to the

rental company.

PERSONAL CAR: Travelers may utilize personal cars for Company business travel if it is less expensive than renting a car, taking a taxi, or using alternate transportation. The use of personal cars for business will be reimbursed at the standard rate set by the IRS Mileage Reimbursement Rates. This mileage allowance covers all auto costs (e.g. gasoline, repairs, insurance, etc.) other than parking and tolls. The current reimbursement can be viewed on the IRS website at:

<http://www.irs.gov/2014-Standard-Mileage-Rates-for-Business,-Medical-and-Moving-Announced>

AIRPORT PARKING: Travel to and from your local airport is not reimbursable, but parking fees are fully reimbursable.

NOTE: When being reimbursed for mileage, the cost of refueling is included and not separately reimbursed.

PERSONAL CAR VERSUS AIR TRAVEL: A traveler may use surface transportation for personal reasons even though air travel is the more appropriate mode of transportation. The total cost of personal car travel must not exceed the cost of airfare, based on the lowest regular coach fare available for the location of travel from a standard commercial air carrier plus, transportation costs to and from the airports and end destination.

RIDE SHARING: If two or more individuals are traveling to the same location, it is recommended that the

travelers share a ride.

RAIL: All rail transportation must be in economy class and local rail service.

TAXI AND OTHER LOCAL TRANSPORTATION: The cost of taxis to and from places of business, hotels, airports or railroad stations in connection with business activities is reimbursable.

Meals and Entertainment

PERSONAL MEAL EXPENSES: Meal expenses incurred by those traveling on GPB business when dining alone. Personal meals must be itemized by meal and will be reimbursed up to \$60/day and include breakfast, lunch, dinner and any snacks, drinks, etc. This amount is based on an average of the IRS regulations published at <http://www.irs.gov/pub/irs-drop/n-13-65.pdf>. Amounts incurred in excess of the per diem will be the obligation of the traveler. Cost of alcoholic beverages will not be reimbursed. Tips up to 20% are allowable.

ENTERTAINMENT: Wholesalers and employees incur meal and entertainment expenses while dining with current and potential advisors interested in developing a relationship with GPB. Entertainment expenses must include the itemized receipt and will be reimbursed up to \$100 per person per event. Tips up to 20% are allowable.

SPECIAL EVENTS: Any single expense or series of expenses that result in total meals and entertainment expenses more than \$500 per day requires PRIOR pre-approval of the Managing Director of Operations. This includes golf outings,

restaurants, nightclubs, shows, etc.

HOTEL SURCHARGES: Phone calls from hotels should be avoided and are not reimbursable.

INTERNET: Internet connection in hotels and airplanes is reimbursable up to \$20 per day.

MOBILE PHONE: Mobile phones are reimbursed up to \$100 per month.

PAYMENT AND DOCUMENTATION: Travelers must submit expense reports no more than forty-five days after completion of travel and the following guidelines must be applied:

- Receipts must be submitted for all expenses via scanner or iPhone photo
- Meal expenses must be itemized per meal on the expense report
- When being reimbursed for mileage, actual mileage to and from destination are required.

Completed expense reports must be signed and submitted via email within 45 days of the expense, to vmcdonough@gpb-cap.com with cc to your immediate supervisor.

PAY DEDUCTIONS

The law requires that GPB Capital make certain deductions from every employee's compensation. Among these are applicable federal, state, and local income taxes and Social Security taxes. GPB Capital also offers programs and benefits beyond those required by law. Eligible employees may voluntarily authorize deductions from their paychecks to cover the costs of participation in these programs.

GPB Capital prohibits deductions from exempt employees' compensation except as allowed by law. If an employee is aware of improper deductions from an exempt employee's compensation, this concern should be reported immediately to Human Resources. All reported or suspected improper deductions from an exempt employee's compensation will be investigated promptly and thoroughly. If the Company determines that an improper deduction was made, it will reimburse the employee promptly for the amount improperly deducted.

WORKWEEK

GPB Capital's work-week begins on Monday at 12:00 a.m. and ends on Sunday at 11:59 p.m. This is the time period used for purposes of determining an employee's hours worked each week, including overtime hours.

FINAL PAYCHECK

If you voluntarily resign, you will receive your paycheck on the next regularly scheduled payday. If you are terminated, you will receive your final paycheck within six (6) calendar days after your termination date.

QUESTIONS REGARDING PAY OR TIMEKEEPING POLICIES

If you have any questions about these policies or how they are or have been applied, please contact Human Resources. Employees will be expected to comply fully with GPB Capital's pay and timekeeping policies, which includes accurately recording their time. The failure to do so may lead to disciplinary action, up to and including termination of employment.

STANDARDS FOR WORKPLACE CONDUCT

PERFORMANCE REVIEWS

GPB Capital strives to employ the most competent employees and to provide to all employees the support

and opportunity needed to excel. All regular, full-time employees will receive a formal performance review on an annual basis from their immediate supervisor. In addition to the formal

review, supervisors and managers will provide ongoing discussion and feedback to improve performance and enhance development.

The performance review will note your accomplishments for the year, identify goals for the year to come, and address any areas that need improvement. The rating and evaluation you receive may be used to determine salary adjustments and other employment decisions.

WORKPLACE ADMINISTRATION

The Company administers routine management through an organizational chart of designated responsibilities, assigned performance statistics by positions, coordinating bodies of managerial memberships, and other common managerial practices all to guide, manage and ensure Company business success. Each employee is required to participate in the administrative methodologies as implemented by Company management and take the initiative from their position on the team to help in the success of the Company through supportive use of these means.

CODE OF ETHICS

GPB Capital holds all its employees to the highest standards of ethical conduct. You will be provided GPB Capital's Code of Ethics at the outset of your employment, and it will be available to you at any time upon request to Human Resources. You are responsible for reading, understanding and complying with the standards discussed in the Code of Ethics. Failure to do so will result in disciplinary

action up to and including termination of employment.

EMPLOYEE MISCONDUCT

To ensure orderly operations and provide the best possible work environment, GPB Capital expects employees to meet standards of conduct that will protect the interests and safety of all employees and the organization.

It is not possible to list all the forms of behavior that are considered unacceptable in the workplace. Generally, the Company expects employees to exercise common sense and good judgment. Conduct that is dishonest, insubordinate, or illegal cannot and will not be tolerated.

The following list of prohibited conduct is not all-inclusive, but it should give you an idea of what the Company expects and provide examples of conduct that may result in disciplinary action, up to and including termination, depending on the circumstances.

- Theft or inappropriate removal or possession of GPB Capital property, property of fellow employees or of our clients.
- Unauthorized access to Company or client information not provided to you by your supervisor or management.
- Falsification of records.
- Unauthorized disclosure of confidential information.
- Deliberate misuse,

destruction or abuse of Company property.

- Violation of the Sexual and Other Unlawful Harassment policy.
- Working under the influence of alcohol or illegal drugs or any violation of the Substance Abuse Policy.
- Fighting or threatening violence in the workplace.
- Possession of firearms or any illegal weapon on GPB Capital premises or while conducting Company business.
- Insubordination or other disrespectful conduct.
- Excessive absenteeism or tardiness.
- Disrespectful, disruptive or otherwise unacceptable interactions with clients or coworkers.
- Unreasonable violation of the Code of Ethics.

The list above is not exclusive, and other misconduct may also warrant discipline up to and including termination. If an employee is terminated for violating GPB Capital policies, they will not be considered for re-hire.

LAWFUL OFF-DUTY ACTIVITIES

GPB Capital will not discriminate against any employee who engages in lawful off-duty activities (including the use of legal consumable products, legal political activities, legal recreational activities, or membership in a union or exercise of a right granted under the law), outside of the workplace, during non-



work hours, and without the use of the Company's equipment or other property.

ATTENDANCE

Your attendance at work on time, ready to work, and as scheduled is required. Absenteeism and tardiness places a burden on your coworkers and GPB Capital as a whole. If for some reason you cannot avoid being late to work or are unable to come to work, you must notify your supervisor as far in advance as possible. You should make every effort to speak with your supervisor directly. Excessive tardies or absenteeism may result in discipline up to and including termination of employment.

JOB ABANDONMENT

If you are absent from work for three consecutive days and do not contact your supervisor each of those three days, GPB Capital will consider you to have abandoned your job and will terminate your employment.

PERSONAL APPEARANCE

GPB Capital expects all employees to maintain a clean, neat and professional appearance. Your clothing and personal appearance at work should reflect favorably on the Company and its professional business environment at all times, during work hours while onsite or while in attendance at remote Company meetings or events.

SMOKING

In keeping with GPB Capital's commitment to a safe and healthful work environment, smoking is prohibited on Company premises except in designated smoking areas. Smoking is also prohibited in Company-owned vehicles. This policy applies not just to employees, but also to clients and visitors.

SUBSTANCE ABUSE

GPB Capital's policy is to promote and maintain a safe and healthy workplace. The use of controlled substances or the abuse of alcohol or inhalants is inconsistent with the behavior expected of employees, subjects all employees and visitors to our facilities to unacceptable safety risks, and undermines the Company's ability to operate effectively and efficiently. The unlawful manufacture, distribution, dispensation, possession, sale, or use of a controlled substance or drug paraphernalia in the workplace or while engaged in the Company's business off premises is strictly prohibited.

Being under the influence of a controlled substance, illegal drug, inhalant, or alcohol on Company premises, while conducting Company business, in the Company's vehicles, or during working hours, is prohibited. Employees who violate any aspect of this policy may be subject to disciplinary action, up to and including termination.

Notwithstanding the above prohibition, employees may consume alcoholic

beverages in limited amounts when such consumption is associated with client development or customer entertainment. In these rare situations, employees must exercise good judgment, represent the Company in a professional and suitable manner, and keep any consumption of alcoholic beverages to a minimum.

Employees experiencing problems resulting from drug or alcohol abuse or dependency are encouraged to seek counseling immediately. The Company's health care plan and summary contain information on assistance programs. The Company will offer reasonable support to employees who voluntarily seek and accept professional help prior to any violations of this policy. Such employees may do so without jeopardizing their continued employment, provided they have complied with other applicable policies, immediately cease any use of alcohol or drugs, and strictly adhere to the terms of their treatment and counseling program.

Employee requests for assistance will be treated as confidential to the greatest extent possible.

CRIMINAL CONVICTIONS

If you are convicted of any crime after you become employed by GPB Capital, you must immediately report that conviction to your supervisor.



OPEN DOOR POLICY

When people work together, we know misunderstandings may occur. GPB Capital is committed to maintaining an open door policy to address any problems or misunderstandings that may arise. If such a situation should arise, talk first with your immediate supervisor.

Give your supervisor a chance to work it out with you. If your complaint involves your supervisor, or if you are not satisfied with your supervisor's response, or if for any reason you do not wish to bring the problem to your supervisor's attention, you may present your concern to the Company's

Human Resources. You are encouraged to submit in writing your position with respect to the problem(s) at issue. All parties concerned will be contacted, Company policy will be reviewed, and the Company will attempt to find an equitable solution that is acceptable to all involved.

COMMUNICATIONS & INFORMATION SYSTEMS USAGE**USE OF COMPANY TECHNOLOGY RESOURCES**

GPB Capital provides various Technology Resources, including, for example, telephones, cellular phones, computers, email, computer software and hardware, servers, data storage devices, copiers, fax machines, internet access, in addition to other such resources, to authorized employees to assist them in performing their job duties for the Company. Each employee has a responsibility to use GPB Capital's Technology Resources in a manner that increases productivity, complies with the Company's policies, and is respectful of other employees. Failure to follow the Company's policies regarding Use of its Technology Resources may lead to disciplinary action, up to and including termination of employment.

Technology Resources are to be used only for the purpose of conducting GPB Capital business. Employees may, however, use the

Company's Technology Resources for incidental personal uses, so long as such use does not interfere with the employee's duties, is not done for monetary gain, does not conflict with the Company's business, and does not violate any Company policy. The Company assumes no liability for loss, damage, destruction, alteration, disclosure, or misuse of any personal data or communications transmitted over or stored on the Company's Technology Resources.

Under no circumstances may employees use GPB Capital's Technology Resources to transmit, receive, view, or store any information that is discriminatory or harassing in any way (e.g., sexually-explicit or racial messages, jokes, cartoons, or images or pornographic materials) or that otherwise violates GPB Capital's No Harassment policy.

Employees may not use the Company's Technology Resources to copy, retrieve, forward, or send copyrighted

materials, unless the employee has the author's permission or is accessing a single copy only for the employee's reference.

Employees may not use the Company's Technology Resources for any illegal purpose, violation of any Company policy, or in any way that misuses or discloses confidential or proprietary information of the Company or third parties, or for personal or monetary gain.

All messages sent and received using Company Technology Resources, including personal non-work-related messages, and all data and information stored on the Company's Technology Resources, are Company property regardless of the content. Employees have no right of privacy and should have no expectation of privacy with respect to any messages or information created, maintained, sent, or received on the Company's Technology Resources, including personal information or messages.

The Company may, at its discretion, inspect all files or messages on its Technology Resources at any time for any reason. The Company Compliance Officer may also monitor or authorize third parties to monitor its Technology Resources at any time in order to determine compliance with its policies, for purposes of legal proceedings, to investigate misconduct, to locate information, or for any other business purpose.

All employees should understand that any information kept on the Company's Technology Resources may be electronically recalled or recreated regardless of whether it may have been "deleted" or "erased" by an employee. Because the Company periodically backs up all files and messages, and because of the way in which computers re-use file storage space, files and messages may exist that are thought to have been deleted or erased. Therefore, employees who delete or erase information or messages should not assume that such information or messages are confidential.

SOCIAL MEDIA

GPB Capital acknowledges that social media is a growing part of nearly everyone's daily life both personally and professionally. What you do in your time is generally your own business. Remember, however, that GPB Capital's policies still apply to you if what you choose to do on-line affects your job performance,

affects other GPB Capital employees or otherwise affects GPB Capital's business interests. This is true whether or not you engage in social media activities during work or in off hours, and whether or not you identify yourself as a GPB Capital employee.

This policy is designed to offer guidance on what is recommended, expected, and required of you as part of any social media activity you choose to participate in such as Facebook®, Twitter®, MySpace®, LinkedIn®, YouTube®, blogs, wikis or any other forms of online communication. While there is more detail below, in general, if you choose to use social media, you must use good judgment in deciding the content of any postings, even when posting on your personal time, and be aware of the potential audience you are reaching both at the time of your posting and in the future. When approaching social media, always be respectful, honest, and use common sense.

Due to the evolution of social networking, this policy is subject to change as online communication advances – please review often. Any violation of this policy or any Company policy through the improper use of internal or external social media could result in corrective or disciplinary action, up to and including termination of employment.

Use Good Judgment and Be Respectful. If you choose to participate in social media, use good judgment in your postings and be respectful. You should not post content

that is false, offensive, obscene or harassing. Always remember you are responsible for what you post. If after consulting these guidelines or other policies and you are still unsure, then ask your supervisor. It is better to seek advice now than to deal with the consequences later.

Protect Confidential and Private Information. Make sure you do not use social media to discuss or disclose confidential or private information of the Company or its clients. This includes any information related to the current or future performance of the Company or its clients, including financial information. You must also be respectful of your co-workers. Do not discuss co-workers or post any pictures of co-workers without their permission.

Respect Copyright and Fair Use Laws. Respect appropriate laws governing copyright and fair use concerning materials owned by others, including the Company. Always cite sources in your postings and if possible provide a link to the source.

Remember, the Internet Does Not Forget. Remember, what you post is permanent. Once you post information online, it is a permanent record even if you remove or delete the post. Be conscious of the information you share.

Monitoring. You are responsible for what you say in social media whether your posting is under your name or done anonymously, or while you are at work or when you are off-

duty. As is the case with e-mail, instant messaging and text messaging, the Company reserves the right to monitor any of its technology and you should have no expectations of a right to privacy when using Company technology or equipment. Any posting that violates Company policies or is inappropriate may be modified or removed at the Company's sole discretion.

Be Yourself. If you choose to participate in any online social community, be yourself. The Company discourages anonymous posting. Use your personal email address and identify yourself as a Company employee including a description of your role at the Company. Federal Trade Commission guidelines mandate this disclosure any time you promote the Company's services in any way, including an online recommendation. If you make a mistake, be the first to correct it and you should not alter previous posts without indicating that you have done so.

Keep It Personal. Do not give the appearance you are speaking on behalf of the

Company. Only authorized spokespersons may make statements on behalf of the Company. If posting thoughts on GPB Capital or the industry we work in, use phrases like, "the postings on this site are my own and do not necessarily represent the Company's views or opinions."

Be Productive. Please refrain from using social media in a manner that interferes with productivity. Think about social media in the same way you think about personal phone calls or emails.

Speak Up. Just as you have a duty to report harassment or other inappropriate workplace conduct, you have the same obligation when you see inappropriate conduct when participating in online activities. You are our best monitoring tool; if you see anything inappropriate, offensive, or in violation of this policy, submit your complaints and concerns through the appropriate channels.

Friending. Exercise discretion in inviting coworkers, and responding to invitations from coworkers, to

join social networks or become "friends," and making recommendations or referrals. As between supervisors and subordinates, taking (and, still more, reversing) such steps may be awkward and could even feel coercive. As among peers, while feelings of inclusion can have positive effects on working relationships, the corollary feelings of exclusion can be painful and counterproductive.

Company Policies. When sharing information or engaging in online communication, you should be aware of, and are required to follow, all Company policies.

Nothing in this policy is meant to violate employees' rights to engage in protected concerted activity as set forth in the National Labor Relations Act. Any interpretation and enforcement of this policy shall be done in a way that shall be consistent with employees' rights to engage in such protected concerted activity.



WORKPLACE SECURITY AND SAFETY

COMPUTER SYSTEMS PROTECTION

Computers are prone to viruses, crashes, power surges, and user mistakes that can cause lost data or damage to the computers and computer systems. All messages and files are automatically scanned

for viruses before being introduced into the network, but this does not provide a complete guarantee of protection.

All employees have an obligation to be cautious when opening emails and attachments to emails from unknown sources.

If you have any doubts about opening an email or attachment, please consult with the IT Department.

Here are few important procedures to follow to protect your data as well as all of your hard work:

- Don't open emails or attachments from

unknown sources. Be careful even when opening emails from people you trust; people frequently spread viruses unknowingly;

- Don't download software, files or other items onto a Company computer or system from the internet without authorization from management;
- Keep personal disks, flash drives, CD or DVDs for use on your personal computer only and use Company hardware for Company computers;
- Use passwords that are hard to guess;
- Disconnect from the internet when not in use;
- When in doubt, consult with a member of Management.

CONFIDENTIAL INFORMATION

As part of your work for GPB Capital, you may be given access to confidential information of GPB Capital or its clients that could harm the Company if it were disclosed to individuals outside the Company. Confidential information includes all information that GPB Capital owns or uses and includes, without limitation, its marketing, organizational or business plans, its computer programs, or business improvements, its sales and marketing forecasts, pricing and other nonpublic financial information such as client prospectus, and any other information of clients or prospective clients of GPB Capital, that is not generally known to the public.

In the event you have any question about whether information is confidential, you must treat the information as confidential until you obtain permission to disclose it from your supervisor or management.

You must keep confidential information confidential, both during your employment and after your separation, and only use the confidential information as required to perform your job duties. This means you should not disclose confidential information to coworkers who have no need to know about the information or to persons outside the workplace. Your duty to keep confidential information private lasts as long as the information remains confidential. Your duty to protect and not disclose confidential information exists while you are working for GPB Capital and also after your employment ends.

GPB Capital is required to keep all personal identifying information of all employees confidential. Personal identifying information includes Social Security numbers, addresses, telephone numbers, personal e-mail addresses, internet identification names or passwords, parent's surname prior to marriage, or drivers' license numbers. Specifically, employees must not:

- Publicly post or display an employee's Social Security number;
- Visibly print a Social Security number on any identification badge or card;

- Place a Social Security number in files with unrestricted access; or
- Communicate an employee's personal identifying information to the general public.

Employees must immediately report to Human Resources any violation of this policy. If a violation of this policy occurs, the Company will notify the affected employees in compliance with the applicable laws.

In addition to the foregoing, you may be required to sign a separate agreement regarding confidential information. However, regardless of whether you are required to sign such an agreement, the dissemination of Confidential Information is strictly prohibited. An employee who violates this policy is subject to discipline, up to and including termination of employment. That said, this policy is not intended and will not be used to prevent an employee from exercising any rights under the National Labor Relations Act or any other local, state or federal law.

SECURITY INSPECTIONS

In order to enforce its policies, protect its property and equipment, and investigate thefts, GPB Capital may enter and search your work area, Company vehicle, and other property located on Company premises. GPB Capital may also inspect your purse, bag, or other form of storage. These

searches may be conducted at any time with or without prior notice. Refusal to permit such a search may result in disciplinary action up to and including termination of employment and may result in GPB Capital contacting law enforcement.

VISITORS

Only authorized visitors are allowed in the workplace. This is necessary for safety and security reasons. All visitors should enter at the reception area. Authorized visitors will receive directions and be escorted to the destination. You are responsible for the conduct and safety of your visitors.

In general, family, friends, and former employees should not be invited into the workplace without express permission from management. In cases of emergency, you may meet any visitor outside of the work area.

If you notice an unauthorized individual on Company premises, you should immediately notify your supervisor or management and direct the individual to the reception area.

WEAPONS

Weapons are not permitted on Company premises or in Company vehicles. This policy applies to everyone, even to those who have a valid concealed weapons license. Per Texas law, employees may have lawfully possessed firearms in a locked, privately owned vehicle in the parking lot,

parking garage, or other employer-provided parking area.

Unauthorized possession of a weapon on Company property or while on Company business will lead to disciplinary action, up to and including immediate termination of employment.

WORKPLACE VIOLENCE PREVENTION

The Company is committed to protecting the safety of its employees, visitors, and customers.

Furthering that commitment, the Company will not tolerate the following:

- Physical confrontation;
- Threats to use violence (implicit or explicit);
- Harassment or intimidation (implicit or explicit); and/or
- Possession and/or use of weapons on Company premises.

Violent or threatening conduct will not be tolerated on Company property or while engaged in Company business, regardless of location. Employees who violate this policy will be subject to disciplinary action, up to and including termination of employment.

All employees are responsible for ensuring that the workplace is free from violence, whether by employees or non-employees, at all times. Therefore, complaints of confrontations, threats, harassment, intimidation, or possession of a weapon should be reported

immediately to a member of Human Resources or management.

If you receive a threat not related to your employment with the Company, and you have reason to believe that the threat may be carried out on Company property or while engaged in Company business, you must report the threat to Human Resources or management.

RETURN OF COMPANY PROPERTY AFTER SEPARATION

Any property issued to you by GPB Capital such as software, computer equipment, files, databases, cell phones, keys, building passes or company credit cards must be returned to the IT Department at the time of your termination. You will be responsible for any lost or damaged items, other than normal wear and tear. The value of any property issued and not returned or returned in a damaged state may be deducted from your final paycheck or any expense reimbursement owing, to the extent allowed by law.



EMPLOYEE'S POLICY MANUAL AND HANDBOOK RECEIPT AND ACKNOWLEDGMENT

I hereby acknowledge receiving a copy of GPB Capital's Employee Policy Manual and Handbook. The Handbook describes important information about GPB Capital. I understand that I am responsible for familiarizing myself with the information contained in this Handbook and any revisions to the Handbook, for following the policies in the Handbook, and that I should ask my supervisor or management any questions about the Handbook.

I have entered into my employment relationship with GPB Capital voluntarily and acknowledge that there is no specified length of employment. Accordingly, either GPB Capital or I can terminate the relationship at-will, with or without cause, at any time. My status as an at-will employee may only be modified pursuant to a written agreement signed by Senior Management of GPB Capital.

I understand that I may be asked to submit to a drug or alcohol test. I acknowledge that if I refuse to submit to the test or fail to cooperate with the testing procedures, I may be subject to disciplinary action up to and including immediate termination of employment.

I acknowledge that this Handbook is not a contract or a legal document. I acknowledge that the information, policies, and benefits described in the Handbook are subject to change, and that revisions to the Handbook may occur, except to the status of employment at-will. All such changes will be communicated through notices, and I understand that the revised information may supersede, modify, or eliminate existing policies. Only GPB Capital has the ability to adopt any revisions to the policies in this Handbook.

Employee's Signature

Date

Employee's Name (Printed)



EMPLOYEE'S POLICY MANUAL AND HANDBOOK
RECEIPT AND ACKNOWLEDGMENT OF GPB CAPITAL'S
SUBSTANCE ABUSE AND DRUG AND ALCOHOL TESTING POLICY

I hereby acknowledge that I have received a copy of GPB Capital's Substance Abuse Policy and Drug Free Workplace Policy (together, the "Policies"). I acknowledge that I have read it, understand it and I agree to abide by its provisions.

I acknowledge that it is a condition of my employment that I submit to a drug screening or testing pursuant to the conditions and under the circumstances set forth in the Policies. I hereby understand and agree to abide by the Policies and agree to fully cooperate in and undergo any drug or alcohol testing requested by the Company. I hereby give my consent to any sample collection or testing which may be performed in connection with the Company applying the Policies to me. I am aware that refusal to take such a test, or a confirmed positive result of such a test, or possession, use, or being under the influence of an illegal drug, or the improper use of a legal drug, or submission of an altered, false, or fraudulent sample, can result in immediate termination of employment with the Company. I acknowledge still further that it is a condition of my employment that I consent and I hereby do consent to a search by the Company of my personal effects, vehicles, lockers, or any other personal property, in order to ensure compliance with these Policies.

Employee's Signature

Date

Employee's Name (Printed)



Vision, Value, Trust